

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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WRITER'S DIRECT DIAL NUMBER

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RECORDATION NO. 6623-7 Filed & Recorded

MAR 31 1987 11-10 AM

INTERSTATE COMMERCE COMMISSION

March 27, 1987

RECORDATION NO. 6623-5 Filed & Recorded

MAR 31 1987 11-10 AM

INTERSTATE COMMERCE COMMISSION

NO.

Date ... MAR 31 1987

Fee \$ 20.00

ICC Washington, D. C.

100 OFFICE OF  
THE SECRETARY  
MAR 31 11 04 AM '87  
MOTOR CARRIER UNIT

## VIA EXPRESS MAIL

Ms. Noreta F. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27090 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 57

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, five (5) certified counterparts of Seventh Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of March 15, 1987, to Equipment Trust Agreement dated as of May 15, 1972, creating Southern Pacific Transportation Company Equipment Trust, Series No. 57, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Mr. James H. Bayne  
Page Two  
March 27, 1987

Equipment Trust Agreement dated as of May 15, 1972, recorded on June 9, 1972, at 1:20 PM, assigned Recordation No. 6623;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6623-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6623-B;

Third Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 6623-C;

Fourth Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 6623-D;

Fifth Supplement to Equipment Trust Agreement dated as of February 10, 1986, recorded on February 27, 1986, at 1:20 PM, assigned Recordation No. 6623-E;

Assignment and Transfer of Certain Road Equipment dated as of February 10, 1986, recorded on February 27, 1986, at 1:20 PM, assigned Recordation No. 6623-F;

Sixth Supplement to Equipment Trust Agreement dated as of September 15, 1986, recorded on October 27, 1986, at 4:25 PM, assigned Recordation No. 6623-G; and

Assignment and Transfer of Certain Road Equipment dated as of September 15, 1986, recorded on October 27, 1986, at 4:25 PM, assigned Recordation No. 6623-H.

In connection with the recording of the Seventh Supplement and Assignment and Transfer, each dated as of March 15, 1987, to the Equipment Trust Agreement dated as of May 15, 1972, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Mr. James H. Bayne  
Page Three  
March 27, 1987

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
30 South 30th Street  
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of the Equipment  
Covered by the Seventh Supplement:

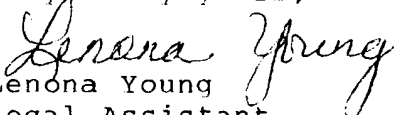
<u>Number of Units</u>	<u>Description</u>
2	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 2668 and 2669.

General Description of the Equipment Covered by the  
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
1	3600 H.P. Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 9247.

When the recording of the Seventh Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all certified counterparts thereof and return four (4) each of the same to the undersigned.

Very truly yours,

  
Lenora Young  
Legal Assistant

Enclosures

cc: Mr. E. L. Johnson  
(Attn: Mr. C. D. Tyler)

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

March 31, 1987

Bouthern Oacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/31/87 at 11:10 AM, and assigned recordation number(s). 6623-I and 6623-J

Sincerely yours,

*Norita L. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST, SERIES NO. 57

RECORDATION NO. 6623-3 Filed & Recorded

MAR 31 1987 1-1 0 m-

INTERSTATE COMMERCE COMMISSION

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ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of March 15, 1987

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FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT,  
dated as of the fifteenth day of March, 1987, by FIRST  
PENNSYLVANIA BANK, N.A., formerly known as The First  
Pennsylvania Banking and Trust Company, a corporation duly  
organized and existing under the laws of the Commonwealth of  
Pennsylvania, Trustee under the Equipment Trust Agreement  
hereinafter mentioned (hereinafter called the "Trustee"), to  
SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation duly  
organized and existing under the laws of the State of  
Delaware (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement,  
bearing date as of May 15, 1972, by and between the  
Trustee and the Company (hereinafter called the "Equipment  
Trust Agreement"), there was constituted the "Southern  
Pacific Transportation Company Equipment Trust, Series No.  
57," pursuant to which Trustee leased certain railroad  
equipment to the Company, upon the terms and conditions  
therein set forth; and

WHEREAS, a certain locomotive comprising said Trust  
Equipment (hereinafter called "Unsuitable Equipment") has  
become unsuitable for use by the Company, and in accordance  
with the provisions of said Equipment Trust and in anticipa-  
tion and consideration of the release of such Unsuitable  
Equipment, the Company has assigned and transferred to the  
Trustee other standard-gauge railroad equipment (hereinafter  
called the "Replacement Equipment"), other than work equip-  
ment, as specifically described in the Seventh Supplement

to Equipment Trust dated as of March 15, 1987 ("Seventh Supplement"):

<u>Number of Units</u>	<u>Description</u>
1	3600 H.P. Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 9247.

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such goodstanding and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Seventh Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer, any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint LYNN A. TUZINSKI to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its



name and its corporate seal to be hereunto affixed, duly  
attested, this 26<sup>th</sup> day of March, 1987.

FIRST PENNSYLVANIA BANK, N.A.

By

  
~~Corporate Trust Officer~~

*Asst. Vice Pres.*

ATTEST:



Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA     }  
  } ss.  
CITY AND COUNTY OF PHILADELPHIA }

On this 26<sup>th</sup> day of March, 1987, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is *Assistant Vice President* ~~Corporate Trust Officer~~ of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Lynne N. McGarry*  
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Notary Public  
LYNNE N. MCGARRY  
Notary Public, Phila. Phila. Co.  
My Commission Expires July 2, 1990

CERTIFIED TRUE COPY

I, LENONA M. J. YOUNG, Notary Public, have compared the foregoing copy of Assignment and Transfer of Certain Road Equipment dated as of March 15, 1987, to Equipment Trust Agreement with First Pennsylvania Bank, N.A., as Trustee, Series No. 57 dated as of May 15, 1972, from First Pennsylvania Bank, N.A. to Southern Pacific Transportation Company, with the original of said document and hereby certify that it is a true and correct copy in all respects.

Notary Public in and for  
the City and County of  
San Francisco, State of  
California.

Lenona M. J. Young  
Notary Public  
March 27, 1987  
Date

